

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
Oldco M Corporation :
(f/k/a Metaldyne Corporation), *et al.*, : Case No. 09-13412 (MG)
Debtors. : (Jointly Administered)
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**ORDER (I) APPROVING SECOND AMENDED
DISCLOSURE STATEMENT WITH MODIFICATIONS, (II) ESTABLISHING
PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO
ACCEPT OR REJECT JOINT PLAN OF LIQUIDATION,
(III) SCHEDULING HEARING ON CONFIRMATION OF JOINT PLAN OF
LIQUIDATION AND (IV) APPROVING RELATED NOTICE PROCEDURES**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Liquidation, (III) Scheduling Hearing on Confirmation of Joint Plan of Liquidation and (IV) Approving Related Notice Procedures (the "Motion"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors");¹ the Court having reviewed the Motion, the Limited Objection of DYNE (DE) LP to Motion of Debtors and Debtors In Possession for an Order Approving, Inter Alia, Disclosure Statement (the "DYNE Objection") and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing") and the Joinder of Pension Benefit Guaranty Corporation to Limited Objection of DYNE DE (LP) to Motion of Debtors and Debtors in Possession for an Order Approving, Inter Alia, Disclosure Statement (the "PBGC Objection") having been withdrawn; and the Court having determined

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Motion or the applicable exhibits to the Motion.

that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) notice of the Motion and the Hearing was adequate under the circumstances, (d) the Disclosure Statement Notice is adequate under the circumstances and in compliance with the Bankruptcy Code, 11 U.S.C. §§ 101-1532, the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (e) the Second Amended Disclosure Statement for the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Disclosure Statement"), with modifications to which the Debtors and Debtors in Possession agreed on the record at the Hearing contains adequate information within the meaning of section 1125 of the Bankruptcy Code; (f) the Solicitation Procedures provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code; and (g) the Confirmation Procedures are fair and appropriate; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein and the DYNE Objection is overruled.
2. The Disclosure Statement is approved, pursuant to section 1125 of the Bankruptcy Code, with the modifications to which the Debtors and Debtors in Possession agreed on the record at the Hearing.
3. The Disclosure Statement Notice in the form attached to the Motion as Exhibit A is hereby approved.

4. The Solicitation Procedures (and the form and manner of notice thereof), including the form of Ballots, the Voting Deadline, the Solicitation Packages, the Record Date of January 8, 2010 for Plan voting, the Tabulation Rules and the Noteholders Solicitation Procedures, are approved.

5. The Confirmation Procedures, including the Confirmation Hearing Notice, the form and manner of service of the Confirmation Hearing Notice, the Notice of Non-Voting Status and the Confirmation Objection Deadline, as described in the Motion, are approved.

6. The Debtors shall file all exhibits to the Plan with the Court and make them available for review on the Solicitation and Tabulation Agent's web site at <http://www.bmcgroup.com/metaldyne> no later than ten days before the Confirmation Hearing.

7. The Confirmation Hearing is scheduled to be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on February 23, 2010 at 10:00 a.m., Eastern Time. The Confirmation Hearing may be continued from time to time by the Court without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

8. Objections to confirmation of the Plan, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (d) be filed with the Court and served on the following parties so that they are received no later than 4:00 p.m., Eastern Time, on February 12, 2010, or such other date established by the Debtors that is at least 28 days after service of the Solicitation Packages:

- (1) the Debtors, OLDCO M CORPORATION, 47603 Halyard Drive, Plymouth, Michigan 48170 (Attn: Larry Carroll);

- (2) counsel to the Debtors, JONES DAY, North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114 (Attn: Heather Lennox, Esq. and Ryan Routh, Esq.);
- (3) the OFFICE OF THE UNITED STATES TRUSTEE, SOUTHERN DISTRICT OF NEW YORK, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); and
- (4) counsel to the Official Committee of Unsecured Creditors, REED SMITH, LLP, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq. and Mark W. Eckard, Esq.) and REED SMITH, 599 Lexington Avenue, 22nd Floor, New York, New York 10022 (Attn: Mark D. Silverschotz, Esq.).

9. The Debtors shall file any consolidated reply to any objections to the Plan by February 19, 2010. The Debtor shall file the Tabulation Affidavit no later than February 16, 2010.

10. The Debtors are authorized to take (or refrain from taking) any action and expend such funds as necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further Order of the Court.

Dated: January 11, 2010
New York, New York

/s/ Martin Glenn
Martin Glenn
United States Bankruptcy Judge